

Shackelton Christopher S  
 Form 4  
 March 18, 2013

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549**

OMB APPROVAL

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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 Coliseum Capital Management, LLC

2. Issuer Name and Ticker or Trading Symbol  
 LHC Group, Inc [LHCG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 METRO CENTER, 1 STATION PLACE, 7TH FLOOR SOUTH

3. Date of Earliest Transaction (Month/Day/Year)  
 03/14/2013

Director  10% Owner  
 Officer (give title below)  Other (specify below)

(Street)  
 STAMFORD, CT 06902

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	03/14/2013		P		3,101 (1) \$ 20.69 (2)	2,525,418 (3)	I See Footnote (3)
Common Stock	03/15/2013		P		24,100 (1) \$ 21.24 (4)	2,549,518 (3)	I See Footnote (3)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474  
 (9-02)

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock	(5)	03/15/2013		P(6)		1,166		11/15/2013	11/15/2013	Common Stock	1,166
Phantom Stock	(5)	03/15/2013		P(6)		1,167		11/15/2014	11/15/2014	Common Stock	1,167
Phantom Stock	(5)	03/15/2013		P(6)		1,167		11/15/2015	11/15/2015	Common Stock	1,167
Phantom Stock	(5)	03/15/2013		P(6)		2,700		03/01/2014	03/01/2014	Common Stock	2,700

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Coliseum Capital Management, LLC METRO CENTER 1 STATION PLACE, 7TH FLOOR SOUTH STAMFORD, CT 06902	X	X		
Shackelton Christopher S METRO CENTER 1 STATION PLACE, 7TH FLOOR SOUTH STAMFORD, CT 06902	X	X		

## Signatures

/s/ Christopher Shackelton,  
Manager

03/18/2013

\_\_\_\_\_  
Signature of Reporting Person

\_\_\_\_\_  
Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1)

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These securities are held directly by Coliseum Capital Partners II, L.P., an investment limited partnership ("CCP2"), of which Coliseum Capital, LLC, a Delaware limited liability company ("CC"), is general partner and for which Coliseum Capital Management, LLC, a Delaware limited liability company ("CCM"), serves as investment adviser. Each of Christopher Shackelton, Adam Gray, CCP2, CC and CCM disclaim beneficial ownership of these securities except to the extent of that person's pecuniary interest therein. Christopher Shackelton is a member of the board of directors of LHC Group, Inc.

- (2) This transaction was executed in multiple trades at prices ranging from \$20.63 to \$20.75. The reported price reflects the weighted average purchase price. The Reporting Person filing this report hereby undertakes to provide upon request by the SEC staff, LHC Group, Inc. or a shareholder of LHC Group, Inc. full information regarding the number of shares purchased at each separate price.

- (3) These securities are held directly by (a) CCP2, (b) Coliseum Capital Partners, L.P., an investment limited partnership ("CCP"), of which CC is general partner and for which CCM serves as investment adviser, and (c) Blackwell Partners, LLC ("Blackwell"), a separate account investment advisory client of CCM. Each of Christopher Shackelton, Adam Gray, CCP, CCP2, Blackwell, CC and CCM disclaims beneficial ownership of these securities except to the extent of that person's pecuniary interest therein.

- (4) This transaction was executed in multiple trades at \$21.24.

- (5) Each share of phantom stock shall be entitled to cash payment equal to the fair market value of a share of LHC Group, Inc.'s common stock, par value \$0.01 per share ("Common Stock"), as of the payment date based on the closing market price of the Common Stock on such date.

- (6) This phantom stock was received by CCM pursuant to an arrangement under which Mr. Shackelton assigned to CCM the right to receive all compensation (including equity compensation) that Mr. Shackelton would otherwise receive as a director of LHC Group, Inc.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.